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Counsel to Halcyon Master Fund L.P.
and Midtown Acquisitions L.P.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS**

IN RE:	§	Chapter 11
	§	
ASARCO LLC, <u>et al.</u> ,	§	Case No. 05-21207
	§	
Debtors.	§	(Jointly Administered)

**VERIFIED STATEMENT OF KIRKLAND & ELLIS LLP
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Pursuant to Federal Rule of Bankruptcy Procedure 2019, Kirkland & Ellis LLP ("K&E")
hereby provides the following information:

1. K&E represents the following creditors in these cases (the "Parties") in the
capacity described below:

Halcyon Master Fund, L.P.
477 Madison Avenue
8th Floor
New York, NY 10022

Midtown Acquisitions L.P.
f/k/a DK Acquisition Partners, L.P.
65 East 55th Street
19th floor
New York, NY 10022

2. K&E began representing Halcyon Master Fund, L.P. in such capacity as of June
19, 2009.

3. K&E began representing Midtown Acquisitions L.P., in such capacity as of August 3, 2009.

4. K&E represents the Parties in connection with their submission and prosecution of a motion allowing and authorizing the payment of administrative expense claims related to the substantial contribution the Parties have made to these cases by conducting diligence on and valuing the SCC Final Judgment¹ and submitting a binding bid for certain SCC Litigation Trust Interests.

5. Specifically, in June, July and August 2009, the Debtors instituted and ran a process for soliciting offers from third parties to purchase some or all of the SCC Litigation Trust Interests. The Parties participated in this process and, on August 13, 2009, the Parties submitted to the Debtors a binding offer for the purchase of certain SCC Litigation Trust Interests. On October 20, 2009, the Parties filed with the Court the *Motion of Halcyon Master Fund L.P. and DK Acquisition Partners, L.P. for Order (a) Granting Movants Allowed Administrative Expense Claims pursuant to Bankruptcy Code § 503(b); and (b) Authorizing and Directing Debtors to Pay such Claims*, which, among other things, seeks allowance of certain administrative claims for the substantial contribution their bid submission has made to these cases. See Docket No. 13065. K&E represents the Parties with respect to this motion.

6. Upon information and belief formed after due inquiry, K&E does not hold any claims against or equity interests in the Debtors.

¹ Capitalized terms used and not otherwise defined in this verified statement shall have the meanings ascribed to them in the Joint Disclosure Statement in Support of the Respective Plans of Reorganization Proposed by (1) the Debtors; (2) Asarco Incorporated and Americas Mining Corporation; and (3) Harbinger Capital Partners Master Fund I, Ltd. (Docket No. 11899), as revised, amended, modified and supplemented.

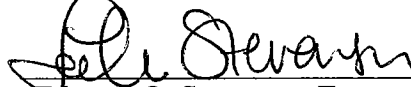
7. K&E reserves the right to supplement or amend this statement at any time in the future.

The undersigned declares under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information and belief.

New York, NY
Dated: January 6, 2010

Respectfully submitted,

KIRKLAND & ELLIS LLP

A handwritten signature in dark ink, appearing to read "Ed. Sassower", is written over a horizontal line.

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